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RECORDATION NO. 18080-6 FILED
JUN 22 '01 1:07 PM
SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

June 22, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Statement of Change in Reporting Marks and/or Road Numbers, dated as of June 20, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the documents previously filed with the Commission/Board under Recordation Number 18080.

The name and address of the party to the enclosed document are:

Railroad: Union Pacific Railroad
Company
1416 Dodge Street
Omaha, NE 68179

A description of the railroad equipment covered by the enclosed document is:

10 locomotives bearing UP (formerly SP) reporting marks and road numbers attached hereto.

Mr. Vernon A. Williams
June 22, 2001
Page Two

A short summary of the document to appear in the index follows:

Statement of Change in Reporting Marks and/or Road Numbers

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

| Original mark & number | Current mark & number | Final mark & number |
|------------------------------|-----------------------------|---------------------------|
| SP 8301 | UP 4369 | UP 2866 |
| SP 8304 | UP 4370 | UP 2867 |
| SP 8305 | UP 4371 | UP 2868 |
| SP 8306 | UP 4394 | UP 8664 |
| SP 8316 | UP 4400 | UP 8670 |
| SP 8350 | UP 4372 | UP 8642 |
| SP 8351 | UP 4395 | UP 2869 |
| SP 8355 | UP 4373 | UP 8643 |
| SP 8491 | UP 4405 | UP 2877 |
| SP 8549 | UP 4389 | UP 2880 |

UNION PACIFIC RAILROAD COMPANY



1416 DODGE STREET
OMAHA, NEBRASKA 68179

June 20, 2001

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SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: Statement of Change in Reporting Marks and/or Road Numbers

Dear Secretary:

Please be advised that the reporting marks and/or road numbers of the locomotives identified in the attached schedule have been, or will be, changed as set forth therein.

UNION PACIFIC RAILROAD COMPANY

By: _____

A handwritten signature in black ink, appearing to read "J. Theisen, Jr.", written over a horizontal line.

James J. Theisen, Jr.
Senior Corporate Counsel

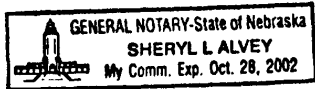
Attachment

JJT:CAN:sla

STATE OF NEBRASKA)
) ss:
COUNTY OF DOUGLAS)

On this 21st day of June, 2001, before me, a Notary Public in and for said County and State, personally appeared James J. Theisen, Jr., who being by me duly sworn, says that he is the Senior Corporate Counsel of THE UNION PACIFIC RAILROAD COMPANY, that said instrument was signed, on behalf of said corporation and he acknowledged that the execution of said instrument was the free act and deed of the corporation.

IN WITNESS WHEREOF, I have unto set my hand and official seal on the date above mentioned.



Sheryl L. Alvey
NOTARY PUBLIC

| Original mark & number | Current mark & number | Final mark & number |
|------------------------------|-----------------------------|---------------------------|
| SP 8301 | UP 4369 | UP 2866 |
| SP 8304 | UP 4370 | UP 2867 |
| SP 8305 | UP 4371 | UP 2868 |
| SP 8306 | UP 4394 | UP 8664 |
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